

**AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574**

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Chitina Recording District in Book 7 Pages 0845 through 0952 on June 11, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 1st day of April, 1999 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-596, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional shore land for the purpose of enhancing the protection of the above ground Trans-Alaska Pipeline System by constructing and maintaining a 700 foot long river bank revetment structure along the north bank of the Tazlina River at pipeline milepost (PLMP) 686.7 where a suspension bridge carries the mainline pipe across the Tazlina River. The revetment will stabilizing the bank, prevent further erosion, and enhance the integrity of the pipeline by by protecting the mainline above ground bridge in this area.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the shorelands within the Chitina Recording District described as:

The lands proposed for addition to the lease are generally described as:

Township 3 North, Range 1 West, Copper River Meridian, Alaska.

Section 6, NE4, those lands below the ordinary high water mark on the north bank of the Tazlina River within the following described area;

Township 4 North, Range 1 West, Copper River Meridian, Alaska.

Section 31, SE4, those lands below the ordinary high water mark on the north bank of the Tazlina River within the following described area;

Beginning at a point on the westerly TAPS right-of-way boundary line opposite pipeline

station 36255+60.9 (VSM-003), the point of beginning; thence westerly at a right angle to the bearing of the pipeline a distance of approximately 510 feet to a point; thence southerly a distance of approximately 550 feet to a point below the ordinary high water mark of the Tazlina River; thence easterly a distance of approximately 950 feet to a point below the ordinary high water mark of the Tazlina River; thence northerly a distance of approximately 550 feet to a point; thence westerly a distance of approximately 440 feet to a point on the westerly boundary line of the TAPS right-of-way and the point of beginning.

Containing 6.50 acres, more or less.


The lands described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574.

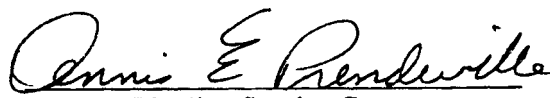
The lands needed to accommodate the revetment after construction will be substantially less than those described above. After construction, Alyeska Pipeline Service Company will submit an as-built drawing for the Commissioner's approval. The as-built drawing will tie the revetment structure to the pipeline centerline. Upon Alyeska's acceptance of the Commissioner's approval of the as-built, Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574 will be amended to reflect the final, amended legal description.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE


John Shively
Commissioner
Department of Natural Resources


Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline
Corporation
ARCO Transportation Alaska,
Inc.
BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company
Phillips Alaska Pipeline
Corporation
Unocal Pipeline Company

